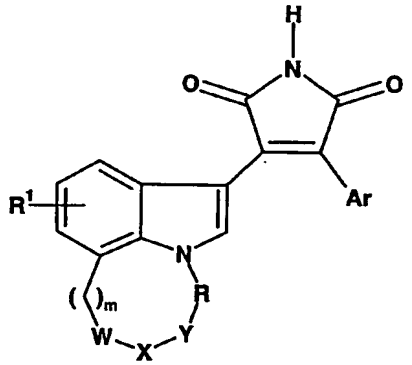
WE CLAIM:

1. A compound of Formula I:



I

where:

R^1 is hydrogen, halo, or C_1-C_4 alkyl;

m is 0, 1, 2, 3, or 4;

R is $-(CH_2)_n-$, $-CH(CH_3)-$, $-C(CH_3)_2-$, $-CH_2-Q^1-CH_2-$, or $-CH(OH)-CH(OH)-CH_2-$;

Q^1 is CH(OH) or carbonyl;

n is 0, 1, 2, 3, or 4;

W-X-Y is $-CH_2-CH_2-CH_2-$, $-CH(R^{3'})-N(R^2)-CH(R^3)-$, $-N(R^4)-C(O)-CH_2-$, $-C(O)-Q^2-CH_2-$, $-CH(R^{3'})-O-CH_2-$, or $-CH(R^{3'})-N(R^4)-C(O)-$;

Q^2 is $-N(R^4)-$ or $-CH_2-$;

R^2 is hydrogen, $-(C_1$-C_4 alkylene$)-R^5$, C_5-C_7 cycloalkyl, tetrahydropyran-4-yl, pyridinyl, pyrimidinyl, triazolyl optionally substituted with amino, benzothiazol-2-yl, $-C(S)-$(morpholin-4-yl or C_1-C_4 alkoxy), $-C(NR^{16})R^{17}$, $-C(O)R^6$, $-CO_2R^7$, $-CO(NR^8R^9)$, $-SO_2(NR^8R^9)$, $-SO_2(C_1$-C_4 alkyl), or an amino acid residue;

R^3 and $R^{3'}$ are independently selected from the group consisting of hydrogen and C_1-C_4 alkyl provided that only one of R^3 and $R^{3'}$ may be C_1-C_4 alkyl;

R^4 is hydrogen or C_1-C_4 alkyl;

R^5 is hydrogen, pentahaloethyl or trihalomethyl, cyano, hydroxy, C_1-C_4 alkoxy optionally substituted with C_1-C_4 alkoxy, C_3-C_6 cycloalkyl, phenyl optionally substituted with up to three substituents independently selected from the group consisting of halo and

C_1-C_4 alkoxy, pyridinyl, imidazolyl optionally substituted on a nitrogen atom with C_3-C_6 cycloalkyl, morpholin-4-yl, pyrrolidin-1-yl, -CO_2H, -CO(C_1-C_4 alkoxy), -CO(NR^8R^9), -NR^8R^9 or -(morpholin-4-yl)carbonyl;

R^6 is hydrogen, C_1-C_{10} alkyl optionally substituted with up to three halo substituents, 1-amino-2-methoxyeth-1-yl, C_3-C_6 cycloalkyl, pyridinyl optionally substituted with C_1-C_4 alkyl, trifluoromethyl, carboxyl, or (C_1-C_4 alkoxy)carbonyl, pyridinyl-N-oxide, pyrazinyl, pyrimidinyl, imidazolyl, morpholin-4-yl optionally substituted with up to two C_1-C_4 alkyl groups, [1,4]oxazepin-4-yl, azetidin-4-yl, tetrahydropyran-4-yl, 3-methyl-6,7-dihydropyrrolo[1,2-a]imidazol-6-yl, piperazin-4-yl optionally substituted in the 4 position with phenyl or C_1-C_4 alkyl, pyrrolidin-1-yl, piperidin-1-yl optionally substituted in the 4-position with oxo or geminal dimethyl, piperidin-4-yl optionally substituted in the 1-position with (C_1-C_4 alkoxy)carbonyl or C_1-C_4 alkyl, or –(C_1-C_4 alkylene)-R^{10};

R^7 is C_1-C_6 alkyl optionally substituted with halo, 2-methoxyeth-1-yl, -(C_1-C_2 alkylene)-(morpholin-4-yl or pyrrolidin-2-on-1-yl), or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, C_1-C_4 alkyl, C_1-C_4 alkoxy, and trifluoromethyl;

R^8 is hydrogen or C_1-C_6 alkyl optionally substituted with C_1-C_4 alkoxy;

R^9 is hydrogen or C_1-C_6 alkyl optionally substituted with C_1-C_4 alkoxy;

R^{10} is $–OCH_2CH_2OCH_3$, -$NR^{14}R^{15}$, C_3-C_6 cycloalkyl, morpholin-4-yl, thiomorpholin-4-yl, 1,1-dioxothiomorpholin-4-yl, piperidin-1-yl, pyrrolidin-2-yl optionally substituted at the 1-position with C_1-C_4 alkyl, or imidazolyl optionally substituted with nitro;

Ar is benzofur-4-yl, benzofur-7-yl, benzothien-4-yl, benzothien-7-yl, 1-(R^{11})benzimidazol-4-yl, 1-(R^{11})indol-4-yl, indol-7-yl, isoquinolin-5-yl, 2,3-dihydrobenzofur-4-yl, 2,3-dihydrobenzofur-7-yl, 1,3-dihydroisobenzofur-4-yl, 1,3-dihydroisobenzofur-5-yl, benzo[1,3]dioxol-4-yl, benzo[1,3]dioxol-5-yl, 2,3-dihydrobenzo[1,4]dioxin-5-yl, 2,3-dihydrobenzo[1,4]dioxin-6-yl, 2',2'-difluorobenzo[1,3]dioxol-4-yl, or 2',2'-difluorobenzo[1,3]dioxol-5-yl each optionally substituted in the phenyl ring with substituents R^{12} and R^{13}, or Ar is a group selected from imidazo[1,2-*a*]pyridin-3-yl optionally substituted with one or two substituents independently selected from the group consisting of halo, amino, C_1-C_4 alkyl, C_1-C_4 alkoxy, benzyloxy, cyano, and trifluoromethyl, 5,6,7,8-

tetrahydroimidazo[1,2-*a*]pyridin-3-yl, imidazo[1,2-*a*]pyridin-5-yl, imidazo[1,2-*a*]pyrimidin-3-yl optionally substituted with amino, imidazo[1,2-*c*]pyrimidin-3-yl, imidazo[1,2-*a*]pyrazin-3-yl, imidazo[1,2-*b*]pyridazin-3-yl, imidazo[2,1-*b*]thiazol-3-yl, thiazolo[3,2-*b*][1,2,4]triazol-6-yl, furo[3,2-*c*]pyridin-7-yl optionally substituted with halo or $-NR^{14}R^{15}$, thieno[3,2-*b*]pyridin-7-yl, pyrazolo[2,3-*a*]pyridin-3-yl, pyrazolo[1,5-*a*]pyridin-3-yl, or 4,5,6,7-tetrahydropyrazolo[1,5-*a*]pyridin-3-yl;

R^{11} is hydrogen, C_1-C_4 alkyl, or $-(CH_2)_p$-G;

R^{12} is halo, hydroxy, amino, C_1-C_4 alkoxy, $-NHC(O)(C_1$-C_4 alkyl), or $-O-(CH_2)_p$-G;

R^{13} is halo;

p is 2, 3, 4, or 5;

G is hydroxy or $NR^{14}R^{15}$;

R^{14} and R^{15} are independently selected from the group consisting of hydrogen and C_1-C_5 alkyl;

R^{16} is hydrogen or cyano,

R^{17} is $-NR^8R^9$, C_1-C_4 alkyl, morpholin-4-yl , or piperidin-1-yl; or a pharmaceutically acceptable salt thereof, provided that when n is 0, W-X-Y is not $-CH(R^{3'})-N(R^2)-C(O)-$.

2. A compound of Claim 1 where Ar is benzofur-4-yl, benzofur-7-yl, or 2,3-dihydrobenzofur-7-yl optionally substituted in the phenyl ring with substituents R^{12} and R^{13}.

3. A compound of Claim 1 where Ar is imidazo[1,2-*a*]pyridin-3-yl optionally substituted with one or two groups independently selected from halo, C_1-C_4 alkyl, or C_1-C_4 alkoxy.

4. A compound of any of Claims 1, 2, or 3 where W-X-Y is $-CH(R^{3'})-N(R^2)-CH(R^3)-$.

5. A compound of Claim 4 where R^2 is $-C(O)R^6$.

6. A pharmaceutical formulation comprising a compound of any of Claims 1-5 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

7. A method of treating diabetes in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of any of Claims 1-5.

8. A method of treating Alzheimer's disease in a mammal comprising administering to a mammal in need of such treatment an effective amount of any of Claims 1-5.

9. A method of inhibiting GSK-3 in a mammal comprising administering to a mammal in need of such treatment a GSK-3 inhibiting amount of a compound of any of Claims 1-5.